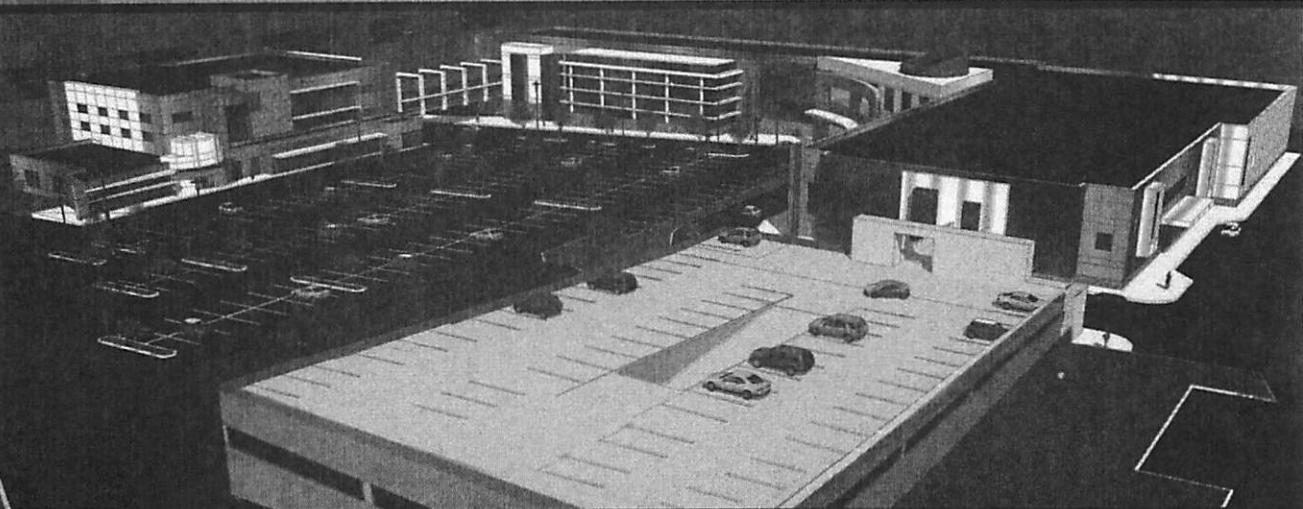


EXHIBIT “D”

Lifestyle Healthcare Group, Inc.

Executive Summary



Building the Future of Health Care

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Suite 425
Newtown, PA 18940
(215) 579-9990
www.lifestylehc.com

be



Lifestyle Healthcare Group, Inc.

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This Memorandum (this "Memorandum") is confidential and has been prepared for use in connection with a description of Lifestyle Healthcare Group, Inc., a Delaware corporation (the "Company"), to one or more accredited investors as such term is defined under the Securities Act of 1933, as amended (the "Securities Act"), solely for purposes of enabling an investor to evaluate the Company. **THIS MEMORANDUM IS NOT AN OFFER TO PURCHASE AN INTEREST IN THE COMPANY, IN WHOLE OR IN PART, FOR ANY REASON.** No representation or warranty, express or implied, is made as to the accuracy or completeness of such information, and nothing contained in this Memorandum is, or will be relied upon as, a promise or representation, whether as to the past or the future. Any reproduction or distribution of this Memorandum, in whole or in part, and any disclosure of its contents or use of any information herein for any purpose other than evaluating the Company is prohibited. Each person receiving this Memorandum, by accepting delivery of this Memorandum, agrees to the foregoing.

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IN EVALUATING THE COMPANY, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY AND THE TERMS OF THIS MEMORANDUM, INCLUDING THE MERITS AND RISKS INVOLVED. BY ACCEPTING DELIVERY OF THIS MEMORANDUM, INVESTORS WILL BE DEEMED TO HAVE ACKNOWLEDGED THE NEED TO CONDUCT THEIR OWN THOROUGH INVESTIGATION AND EXERCISE THEIR OWN DUE DILIGENCE WITH RESPECT TO THE COMPANY. INVESTORS AND THEIR ADVISORS, IF ANY, ARE INVITED TO ASK QUESTIONS OF, AND OBTAIN ADDITIONAL INFORMATION CONCERNING, THE COMPANY AS WELL AS ANY ADDITIONAL INFORMATION THAT IS NECESSARY TO VERIFY THE ACCURACY OF THE INFORMATION PROVIDED TO SUCH INVESTORS.

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Overview of the Project

Lifestyle Healthcare Center is a comprehensive integrated medical facility that provides outpatient medical services to the community. These include most of the same services that many hospitals provide with the exception of emergency and critical care. The facility is centrally located at the intersection of U.S. Route One and the Pennsylvania Turnpike, four miles from Route I-95. The service area includes, but is not limited to Philadelphia, Bucks County, Montgomery County, New Jersey and Delaware.

Healthcare reform is here to stay. It is not dependent on the current legislation, or the current model put forth by the President. Health care delivery is moving away from the inpatient to the outpatient setting. There is a need to create a patient-centric clinically integrated population health model offering the full spectrum of outpatient services and a delivery system that will facilitate this transition. Lifestyle Healthcare Group, Inc. proposes such a facility to fill this need that encompasses all of the components to make this happen.

The world of health care is evolving. Patients no longer want to manage their way through the complex maze that is the current delivery system. Lifestyle Healthcare Group, Inc. proposes the creation of a facility – the Lifestyle Healthcare Center - to house all of the necessary services, coordinate care and enhance the patient experience while lowering the overall cost of care by eliminating what has been a difficult, confusing process.

Project Highlights

- Construction of a 200,000 square foot clinically integrated medical facility.
- Construction of a 80,000 square foot LTAC (Long Term Acute Care)/Specialty Care Hospital to provide an appropriate level of cost effective care to postsurgical patients requiring short term care and rehabilitation.
- Development of a patient centered coordinated care system, with the ability to provide patients easy access to all medical services under one roof.
- Existing, large family practice and specialty medical practices are partners in this project.
- Incorporate in the facility the latest cutting edge technology including Electronic Health Records, Digital X-Ray, MRI, CT Scanning, and PET scanning.
- Development of a Multispecialty Ambulatory Surgery Center capable of providing a place for our surgeons to perform the latest surgical techniques for a wide range of procedures, cost effectively.

Equity Investments

Lifestyle Healthcare Group, Inc. is currently raising equity capital to fund the corporation and the various limited partnerships in the project.

Invested funds will be used for the following:

- Equipment
- Marketing
- Operating Expenses
- Expansion

Our Vision

The vision that drives our Lifestyle Centers is to provide a **higher standard of medical care in a patient friendly environment**. The Lifestyle Center will be an all-inclusive integrated medical complex, delivering outstanding medical care, screening, and procedures in an upscale, pleasant environment where expertise,

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convenience, and professionalism are paramount. Achieving this standard will require close attention to both the delivery of care and the comfort of the patient.

Lifestyle Centers will provide a sophisticated process of customer service training for all staff with particular attention to detail for optimum flow of the patient's experience, and the availability of highly qualified, board-certified physicians and surgeons. Health care delivery is moving away from the inpatient to the outpatient setting. There is a need to create a fully integrated outpatient center and to develop a system that will facilitate this transition. We are proposing a project to create a facility to encompass all of the components to make this happen.

The Health Care World is Changing

Patients no longer want to manage their way through the complex maze that is the current healthcare delivery system. Through our Lifestyle Center we are proposing the creation of a facility to house all of the necessary services, coordinated to ease the patient through what has been a difficult, confusing process.

Organizations like the Mayo Clinic have come to realize that there is a need to create exceptional value for the patient. A sustainable excellence built on core values, with an emphasis on quality care, will differentiate the healthcare delivery systems and facilities of the future. The establishment of these core values and the continued emphasis on creating the infrastructure to support them, i.e., facilities, technology and human resources, must be established to create a culture of extraordinary patient service. The experience of excellence starts from the first patient contact and continues throughout their course of care. This requires intense planning and vision in the development and construction of a state-of-the-art facility. It takes comprehensive customer service training efforts that are developed before the first potential staff person is interviewed. It takes a buy-in from every physician and professional on staff. **The trends are toward outpatient services. The need is for compassionate, integrated systems and outstanding care.** The goals of this project are to go beyond the creation of just another medical office building. They are to build a model whose successes will be built on a culture of excellence supported by a state-of-the-art facility that will be second to none, with cost effective, efficient delivery of patient service. This is achieved through constant communication, both during and after their visits. Patient recommendations and community reputation are, by far, the most effective marketing tools an organization can use.

The trend is shifting toward the freestanding integrated outpatient centers because these centers offer:

- High quality care, with more amenities
- Pleasant atmosphere for patients and family members
- Coordination of a patient's care – creating less confusion
- More efficient, cost effective, services
- Shorter wait and recovery times before discharge

New Healthcare Initiative

Outpatient medical centers can now provide most of the medical procedures previously performed in hospital settings. Patients are happy to have these services provided in a friendlier, warmer, more patient focused environment than the institutional setting of a hospital.

Our new multispecialty center in Bensalem, Pennsylvania is the newest model in a clinically integrated health care delivery model, providing at a minimum: Primary Care, a Comprehensive Women's Center, Radiology,

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Radiation Oncology, Hematology Oncology, Urology, Orthopedics, Cardiology, General Surgery, an Outpatient Surgical Center, advanced imaging, and other services in a single state-of-the-art facility. We will also construct a LTAC (Long Term Acute Care)/Specialty Care Hospital to care for post-surgical patient needs. The tie-in with the Ambulatory Surgery Center and rehabilitation services in the main facility, assures an efficient, comfortable flow for the post-surgical patient.

We are also developing an Athletic Complex to include a training and performance center for a variety of sports. We will also construct multi-purpose indoor and outdoor fields for soccer, lacrosse and other sports to serve the youth and professional sports markets. Combined with an extraordinary location, we will be the first in the area to offer all these medical and non-medical services to patients in a single non-hospital setting.

New technology also plays an important role by making procedures easier, quicker, safer, and with less downtime for patients. Shorter procedure times mean procedures that used to be performed only in a hospital setting can now be performed on an outpatient basis.

These facilities enjoy popularity among medical staff as well. Physicians prefer to perform procedures in these facilities because the operating rooms can be more customized to the types of surgery being performed. The doctors are able to work with the same staff on a daily basis rather than different nurses, technicians and anesthesiologists. This makes for a more streamlined and efficient use of time for both the patient and the physician. Outpatient centers significantly reduce infection rates as well. Attention to pre-screening will also insure that fewer surgeries are delayed and cancelled, greatly reducing patient and physician inconvenience.

Financial pressures, increased costs, and decreasing reimbursements are forcing consolidations for hospitals and physicians. The number of alternative models for physicians is decreasing. The successful will be the ones that are not simply creating larger organizations. Successful organizations will create the core values needed to be successful and drive the entire operation towards these values. Core values include, at a minimum:

- Excellence in service to patients.
- Creation of a respectful environment.
- Providing the highest quality of appropriate, compassionate care.
- Creating efficient services, remaining mindful of the soaring costs of healthcare.
- Creating an excellent place for physicians and team members to work.
- Creating an integrated system, reducing the need for patients to travel to many sources.
- Continual quality improvement through education and training of physicians, staff and patients.
- The use of technology to improve the care experience.
- Provision of a range of services to care for the mind and body of our patients.

Current Status of the Lifestyle Healthcare Campus

We acquired 10.75 acres of ground to construct a 200,000 square foot, multi-specialty outpatient medical, diagnostic, and surgery center along with a 80,000 square foot LTAC (Long Term Acute Care)/Specialty Care Hospital that will be strategically located near Routes 1, I-95 and the Pennsylvania Turnpike. We are in negotiations to acquire an additional 5 acres for the Athletic Complex.

A local company has agreed to construct the main 200,000 foot facility, 80,000 square foot hospital/skilled nursing building and parking structure. We are in negotiations with several parties who have expressed willingness to fund the construction.

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Business Strategy

Our strategy is to operate 3 multi-specialty healthcare centers. Each center will be operated as a separate limited partnership and managed by Lifestyle Management Group, LLC that is majority owned by Lifestyle Healthcare Group, Inc. A group of limited partners will invest separately in each individual center. Physician investors have a strong vested interest in improving efficiencies and costs in our centers. Our exciting business strategy attracts surgeons interested in performing procedures in an attractive, efficient setting. This adds to the potential growth volume. We will be located in areas that are both convenient for patients and in close proximity to full service hospitals in the event of an emergency. Our physicians currently have surgical privileges at local hospitals for such reasons and we have transfer agreements for emergencies.

Our centers will also all be equipped with the latest EMR, Practice Management, Business Intelligence and PAC systems to streamline information flow to different parts of the centers. This will give doctors instant access to test results and medical records that they may have had to wait for in the past.

Our staff will consist of highly trained patient coordinators to assure that the patient experience is as simple and pleasant as possible. Referral coordinators, surgical schedulers and appointment specialists will all be available to serve the patients' needs.

We will also have a support/surgical staff to assist with any of the doctors' needs. This will help streamline procedures in operating rooms and even the individual doctors' practices. Preadmission testing staff will assure that all necessary paperwork, approvals and special equipment needs are in place to allow surgeries to be performed as scheduled. Many facilities experience as much as 50% rescheduling rates due to inadequate preparation. Our goal is to keep that number under 10% (or less).

Since this model is scalable, we intend to construct additional centers. The cash generated by the centers will be distributed to limited partners and the corporation each year, as outlined in each limited partnership agreement. This scenario will provide significant returns to the corporation enabling expansion via direct investment into new centers. Because of the scalability of these centers, our plan is to duplicate facilities in other strategically located areas when possible so that we can create more value for our investors.

Why Build Our Own Multi-Specialty Healthcare Centers?

The upscale facilities, along with a strong emphasis on customer service, will make our centers destination healthcare sites. Today's physicians do not want to be part of a huge bureaucracy with little say in their practice. The state-of-the-art technology, top flight staff, beautiful surroundings and the appeal of an integrated patient centered approach will make this an ideal place to practice for most.

Our Centers, with our integrated, multi-center approach, will deliver efficient, cost effective service because of our:

- Significant purchasing power
- Ability to obtain better benefit rates
- Ability to do extensive coordinated marketing
- Obtaining expertise to develop sophisticated technologies such as electronic medical records, advanced billing systems, business intelligence systems, integrated PACS, and digital radiology
- Better reimbursement from payers due to one stop negotiations
- Ability to address pay for performance
- Ability to conduct quality reviews and position ourselves for potential quality incentives

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Overview of the Business Organization

The business of the enterprise is to develop, own and operate Lifestyle Healthcare Centers.

- Each Center will be a multi-specialty facility.
- The real estate of each Center will be owned separately by a single purpose entity (“Real Estate LP”).
- Each Center will be operated by a separate operating company (“Operation LP”).
- All Centers will be managed by a professional management company, Lifestyle Management Group, LLC (“Management Group”).
- Each Center will be occupied by a related ambulatory surgical care center (“ASC”).
- Each Center will have a Lifestyle Healthcare Medical Group PC (“PC”), providing medical care, as well as unrelated medical and surgical groups.

Entities

Lifestyle Healthcare Group, Inc. (the “Corporation”) is the parent company of its subsidiaries:

The Corporation will retain majority ownership and control of each subsidiary by being the majority investor, but will allow investors to acquire a financial interest in the Corporation and those subsidiaries. The Corporation will maintain at least a 51% ownership in subsidiaries, except the Management Group, LLC, in which it will own 75%. As a C corporation, the Corporation pays taxes on its taxable net income and can pay dividends to shareholders. The Corporation’s net taxable income will be based in the main on distributions from the LPs and the Management Company LLC.

Lifestyle Management Group, LLC (“Management Group”) is the management company for the Operational LPs, the ASCs, and the PCs. The services provided by the management group are operational management, real estate management, electronic medical records and revenue cycle management.

Lifestyle Real Estate of Bensalem, PA, LP (“Real Estate LP”) is a single purpose real estate holding company which owns the Lifestyle Center. It collects rent from the related Operation LP(s), distributes profits to the Real Estate Group and pays fees to Management Group to manage its business. Investment into this company comes from both the parent company and outside investors including doctors associated with the centers. This affords the doctors an additional vehicle for investment so that they can derive additional income.

Lifestyle Healthcare Center of Bensalem, PA, LP (“Operation LP”) is a single purpose entity that master leases and operates its Center through the services of physicians in the PC or for other independent clinical personnel. It collects payment from patients for services and goods not covered by insurance. For services which are covered, when provided by clinical professionals, those professionals bill for those services and pay rent and fees to the Operating Company for the space, equipment and services it makes available to them, whether they are independent professionals using the Center or the professionals in the PC. Management fees are paid to the Management Group.

Lifestyle Healthcare ASC of Bensalem, PA, LP (“ASC”) is the ambulatory surgery facility at the center. It collects fees from patients and/or their insurers for its surgical procedures. It pays rent to the operation LP for use of the space and equipment. It pays management fees to the Management Group.

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Lifestyle Medical Group of Bucks County, PA, PLLC ("PLLC") is the multi-specialty professional corporation at the Center that employs physicians and other clinical professionals. It provides medical services and bills for those services to Medicare and other insurers. It pays rent to the Operation LP for space and equipment, and Management Group fees to manage its business. It is owned by physicians. This group uses a single taxpayer ID in order to take advantage of the consolidation of services that it affords. It is available for both family practices and specialties to join if they choose.

Market Overview

Lifestyle Healthcare Center, Bucks County, Pennsylvania

Our initial complex will consist of several facilities. The largest is a multi-specialty facility offering a full range of services from primary care, diagnostic testing, out-patient surgery and cancer treatment to cosmetic procedures. The building will be a new five story 200,000 square foot structure with eight operating suites with state-of-the-art equipment. The Radiology, Nuclear Medicine, and Cancer Treatment areas will also use the newest technology to provide fast and accurate diagnosis and treatment. We have recruited two of the top radiologists in the area to operate the Radiology and Radiation Oncology departments. Our Cancer Treatment Center will be equipped with state-of-the-art radiation therapy equipment along with a top notch radiation/oncology physician. Typical profit margins for this type of outpatient facility average between 21% and 40% depending on the mix of specialties.

In addition, there will be a 80,000 square foot LTAC (Long Term Acute Care)/Specialty Care Hospital. This facility will care for patients needing additional care and rehabilitation after surgery. This will be very convenient for patients who have surgery at the ASC. Patients will be able to move directly to their site of continued care while having direct access to the nursing care and rehabilitation services available within the complex. We also have plans to act as a community resource for patient education and other community activities.

The facility's service area includes upper and lower Bucks County, Philadelphia County, and Montgomery County in Pennsylvania, Trenton, Northern New Jersey, Mercer, Princeton, Burlington and Camden counties in New Jersey.

Demographics

There are an estimated 1,599,178 residents living within the 15 mile range around the proposed Lifestyle Healthcare Center. The area is considerably denser than other parts of the region. It is predicted that the overall population here will remain steady over the next five years--decreasing at a rate of only 0.4%, well below the projected state average. One-third of residents are 50 years of age or older. This is higher than the national rate. In terms of racial diversity, the area is more diverse than the national average, which should result in more prevalence and types of ailments to be treated as compared to the national average.

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Marketing Plan

The internal and external marketing for Lifestyle Healthcare Group will be performed by our advertising and public relations agency. We will utilize mass media including internet, local radio, TV, planned events and print advertising to create awareness and recruit new patients for each center. We will target market to each community demographic using the tools of the local and social media, such as celebrity endorsements, internet links, Facebook, Twitter, e-mail blasts, mass mailing, TV and radio. In addition to the mass marketing efforts, we have developed our internal marketing for patient recruitment with plans for open houses, website development, patient rewards and referral programs, etc. One of the unique factors in healthcare marketing is that the best source of marketing is your own patients. An extensive customer service program, coupled with brand awareness will play a huge role in our marketing efforts.

Exit Strategy

Possible exit strategies include, but are not limited to, sale, strategic partnership and/or public offering, depending on market conditions.

Management Team

Fred Rappaport, PhD, Chairman and CEO

Mr. Fred Rappaport is Chairman and President of Lifestyle Healthcare Group, Inc. Mr. Rappaport has more than 30 years' experience in the initiation and development of successful businesses including capital acquisition and business operations. He is formerly Founder, Chairman and CEO of Medeikon Corporation, a medical device company using optical technology for cardiovascular applications, where he raised more than \$10 million in startup capital. Mr. Rappaport has held several CEO and Chairman Positions in high tech start-up companies including Qusion Technologies, an optical component company for the telecommunications industry. He also has expertise in creating investor, academic and industrial partnerships for the purpose of corporate development. He has been instrumental in creating several new high tech businesses. He is a member of the New Jersey Technology Council and the New Jersey Entrepreneurs Network and was the founder of the Central Florida Technology Council.

George L. Popky, M.D., F.A.C.R.

Dr. Popky was previously President and CEO of Delaware Valley Imaging, LLC and Professor and Chair of the Department of Radiology at The Medical College of Pennsylvania. He is a fellow of the American College of Radiology and a founding member of The Society of Uroradiology. Dr. Popky earned his medical degree at the Temple University School of Medicine where he did his residency in radiology and a fellowship in angiography. He has published over 80 medical papers and book chapters and made more than 70 presentations and scientific exhibits. He has served on the Board of Corporations of Allegheny General Hospital and the Medical College of Pennsylvania, as well as other organizations and institutions.

Paul D. Neuwirth, CPA Financial Consultant

Mr. Neuwirth is Financial Consultant to Lifestyle Healthcare Group, Inc. For fifteen years as Managing Partner he led the Philadelphia office of the CPA firm Grant Thornton, LLP. As Director of Internal Audit of the Board of Pensions of the Presbyterian Church (USA), he oversaw controls of its \$10 billion funds. Concurrently, Mr. Neuwirth taught auditing and international accounting to the graduate and undergraduate students at The Wharton School of the University of Pennsylvania. Mr. Neuwirth has held directorships in public and private companies including the Medical College of Pennsylvania, where he chaired its Finance Committee. He edited Cashin's Handbook for Auditors and contributed to Sellin's Attorney's Handbook of Accounting, Mr. Neuwirth chaired the Insurance Trust Committee of the American Institute of CPAs. He also has been a partner in MRI centers in Pennsylvania. He is accepted in the courts of several states as an expert on accounting and business issues.

Arthur R. Bartolozzi, M.D.

Arthur R. Bartolozzi, MD is Chief of Sports medicine at Pennsylvania Hospital. He received his Orthopaedic Surgery training at the Hospital of the University of Pennsylvania and then completed a fellowship in Sports Medicine at UCLA where he served as an assistant team physician. Dr. Bartolozzi has served as the team physician for many of Philadelphia's professional sports teams including the Eagles, the Flyers and Phantoms, the KIXX indoor soccer team and the Camden River Sharks baseball team. Additionally he serves as a physician for US Soccer and several local colleges and high schools. Having dedicated his career to the care of athletes and active people of all ages he specializes in surgery of the knee and shoulder including arthroscopy, ligament reconstruction and joint replacement. Dr. Bartolozzi has been recognized by the Eastern Athletic Trainers Association receiving the coveted Moyer Award and by the Philadelphia Sports Medicine Congress having received the Torg Award for his devotion to the care of athletes and to teaching. He has received research awards and has published and lectured extensively.

Savya S. Shukla, MD, MHA

Dr. Shukla's duties will include serving as the primary administrative liaison to oversee the formulation, implementation, and variance monitoring of clinical budgets; direct financial reviews and forecasts, managing costs, assessing environmental forces and competitors; identifying new clinical markets for profitable revenues and eliminating non-value costs. Dr. Shukla developed the University of South Florida's (USF) Breast Cancer Center and was involved in the development of the Out-Patient Multi-Specialty Center, which includes a comprehensive women's health care center, imaging center and an ambulatory surgical center. His healthcare consulting work includes modeling & development of multiple out-patient women's healthcare centers in the U.K. and China. He also has major experience in the set up and operations of private/group medical practices including EMR's and Revenue Cycle Operations. He is the Founder of Alethia Healthcare LLC, a physician practice management company. He has a Masters in Health Administration from the University of South Florida and a Medical Degree from the Himalayan Institute of Medical Sciences, India.

Frances Batzer, M.D., MBE

Dr. Frances Batzer is our Consultant on Women's Healthcare issues and Clinical Professor, OB/GYN. She received her M.D. from the Women's Medical College, in Philadelphia, where she also completed her residency in Obstetrics and Gynecology. She performed her Post Doctorate work in Reproductive Endocrinology and Infertility at Pennsylvania Hospital and received a Masters in Bioethics at the University of Pennsylvania. Dr. Batzer is Board Certified in Obstetrics and Gynecology as well as Reproductive Endocrinology. She currently serves as Chair of the Ethics Committee at Thomas Jefferson University Hospital. She has received numerous prestigious honors and awards for her work. To the general public, she is known as a "Top Doc" in the fields of osteoporosis, infertility, menopause and adolescent medicine. She is a reviewer for 11 refereed journals including Journal Ob/Gyn, New England Journal of Medicine and Journal of the American Medical Association. She also is an Editor of American Journal Gynecological Health, a member of 29 professional organizations, Investigator in many NIH and other Grants, author/co-author of over 100 papers and multiple book chapters, presentations and invited lectures. She remains active in private practice.

Vicky L. Rappaport, LMA

Ms. Rappaport oversees the business development and marketing portion of the business. She has more than 20 Years of experience in the establishment and management of medical and/or technology offices and has assisted in the planning, initiation, and development of several high technology corporations. Additionally, she is also a Licensed Medical Aesthetician, Laser Safety Officer, and permanent cosmetics artist. She holds a degree in business administration and a number of certificates in aesthetics, advanced laser training, and permanent cosmetics.

For more information, call:

Dr. Fred Rappaport at (215) 579-9990 office or (215) 498-7845 cell

Visit it us on the web <http://www.lifestylehc.com> for more updates.

Please return a signed copy of this Confidentiality Acknowledgement via fax or email at your earliest convenience:

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You (the "Recipient") have requested certain information (collectively, the "Information") of Lifestyle Healthcare Group, Inc., a Delaware corporation (the "Company"), in connection with your evaluation of the Company.

By accepting any Information provided by the Company or its affiliates, Recipient acknowledges and agrees that the Information is highly valuable, confidential, and proprietary and material to the interests, business and affairs of the Company, and that disclosure of the Information would be detrimental to the interests, business and affairs of the Company. Recipient further acknowledges and agrees that the Company's name, logo and other marks described or depicted in the Information are either trademarks or service marks of the Company and may not be copied, imitated or used without written permission of the Company.

Date